



## **PROCEDURES FOR REPORTING COMPLAINTS REGARDING ACCOUNTING OR AUDITING MATTERS OF GLOBAL POWER EQUIPMENT GROUP INC.**

These Procedures for Reporting Complaints Regarding Accounting or Auditing Matters of Global Power Equipment Group Inc. were adopted by the Board of Directors (the "**Board**") of Global Power Equipment Group Inc. (together with its divisions and subsidiaries referred to hereafter as "**Global**" or the "**Company**") on June 16, 2010 and were amended and restated effective May 1, 2017.

### **I. INTRODUCTION**

These procedures are designed to encourage the fair and accurate reporting of Global's financial results and to deter, detect, and prevent irregularities with respect to accounting policies, internal accounting controls, or auditing matters by:

1. encouraging employees to alert management and the Audit Committee to likely accounting and financial reporting violations;
2. protecting employees who come forward with such concerns against retaliation; and
3. providing for the prompt investigation of reasonably valid concerns, including remediation of those determined to be well founded.

Each Global employee is encouraged to help ensure that the Company is doing the right thing in connection with its accounting practices, internal accounting controls, and auditing practices. Any employee can submit a report or complaint regarding accounting or auditing matters without fear that any such report or complaint will affect their employment status, rate of pay, or responsibilities within the organization. The Audit Committee will oversee the investigation of employee concerns for these matters.

### **II. MATTERS COVERED BY THESE PROCEDURES**

These procedures relate to reports, complaints, and concerns regarding questionable accounting, internal accounting controls, and auditing matters, including, without limitation:

1. any fraud or deliberate error in the preparation, evaluation, review, or audit of the Company's financial statements;
2. any fraud or deliberate error in the recording or maintenance of the financial records of the Company;
3. any deficiencies in or non-compliance with the Company's internal accounting controls;
4. any deviation from full and fair reporting of the Company's financial condition;
5. any override or attempted override of accounting policies or procedures by any level of management;

6. any misrepresentations or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports, or audit reports of the Company; or
7. any effort to mislead, deceive, coerce, or fraudulently influence any internal or external accountant or auditor in connection with the preparation, examination, audit, or review of any financial statement or financial records of the Company.

### **III. SUBMISSION OF COMPLAINTS AND REPORTS**

Any employee, director, officer, shareholder, or other interested party who has reason to believe that there may be a reportable irregularity or who otherwise has a complaint or concern regarding questionable accounting or auditing matters as described above must report the irregularity, complaint, or concern at any time:

1. to his/her immediate supervisor or superiors;
2. to the Chief Compliance Officer or General Counsel
3. in the case of any violation or suspected violation on the part of a director or executive officer, to the Audit Committee, an independent board committee or the full Board of Directors;
4. confidentially over an independent, toll free "Hotline" by calling 1-800-461-9330 (International Callers) can call collect/reverse charges by calling 1.720.514.4400; or
5. confidentially by accessing the Hotline via the internet at: [www.Convercent.com](http://www.Convercent.com).

The Company's Hotline is managed by an outside, independent service provider and allows anyone to make a report anonymously and in any language. The Hotline service provider is required to promptly share the information provided in any report with the Company's General Counsel and the Head of Internal Audit. If the report relates to accounting or auditing allegations, the Head of Internal Audit will immediately verify that the Audit Committee Chairman was notified of the report. To follow-up on a report, please go to [www.Convercent.com](http://www.Convercent.com) and follow instructions to access your report and status.

Employees reporting a complaint or concern should be prepared to provide as much information as possible to help ensure that the matter can be properly investigated. All information submitted will be treated as confidential to the extent reasonably possible consistent with requirements of the investigation, including taking any remedial action, and applicable laws. Under certain circumstances, the matter which forms the basis for the complaint or concern may be referred to a national, state or local governmental or regulatory authority or disclosed to shareholders or the public. In such cases, the identity of the reporting individual will not be disclosed without his or her consent unless otherwise required by law.

### **IV. INVESTIGATION OF COMPLAINTS; REPORTING AND RECORDS RETENTION**

All reports of complaints or concerns involving the Company's accounting, internal accounting controls, and auditing matters will be reviewed and/or investigated under the oversight of the Audit Committee. The Chairman of the Audit Committee will make a determination of (i) whether the report requires immediate investigation; (ii) whether the report can be reviewed at the next regularly scheduled meeting of the Audit Committee or needs review immediately; (iii)

whether the report does not involve the Company's accounting, internal accounting controls or auditing matters and therefore should be reviewed and investigated under the oversight of the Company's General Counsel; or (iv) whether the report on its face does not merit any further consideration.

Reports submitted involving the Company's accounting, internal accounting controls, or auditing practices will be reviewed at the next regularly scheduled meeting of the Audit Committee. The Audit Committee may elect to investigate the report in such manner as it deems appropriate to determine whether any misconduct, violation of law, breach of the Code of Business Conduct and Ethics, or Company policy has occurred, including the following:

1. it may choose to investigate the report on its own or with the assistance of the Company's management;
2. it may retain an outside party (other than the Company's independent auditor) to investigate the report; or
3. it may delegate the investigation to the General Counsel, Head of Internal Audit or appropriate senior management of the Company. Under no circumstances will an employee who has direct supervisory control over, or who may be responsible for, the complained of activity be charged with responsibility for the investigation.

Upon completion of any investigation, the party responsible for carrying out the investigation will make a full report to the Audit Committee. The Audit Committee shall have the authority to take prompt corrective and/or disciplinary actions commensurate with the severity of any findings of the investigation.

Reports of complaints or concerns not involving the Company's accounting, internal accounting controls or auditing practices will be reviewed and/or investigated under the oversight of the Company's General Counsel and the Head of Internal Audit. As soon as reasonably possible after the General Counsel receives a report of a complaint, he/she will undertake a preliminary review to determine if the allegation may have merit. Credible allegations that may have merit will then be investigated by the General Counsel in conjunction with the Company's senior management, as appropriate. If after completing the investigation, the General Counsel and the Head of Internal Audit determine that the complaint is valid and warrants further review and remedial and/or disciplinary action, the General Counsel will so advise the Chairman of the Audit Committee. Global's Hotline service provider or the General Counsel, as the case may be, will contact, to the extent appropriate or possible, each individual who files a report of a complaint or concern to inform him or her of the results of the investigation and what, if any, corrective action was taken.

The General Counsel or Chief Compliance Officer will maintain a record of reports of complaints, tracking their receipt, review and resolution. Such record will be maintained in accordance with the Company's document retention policies, but in any event for a period of at least seven years from the date on which the related complaint or concern was initially reported hereunder. The General Counsel or Chief Compliance Officer will provide a summary report of complaints received and any actions taken in response and review the report with the Audit Committee.

## **V. PROTECTION AGAINST RETALIATION**

Retaliation against those who make reports in good faith consistent with these procedures will not be tolerated, even if the allegation reported turns out to be a misunderstanding or mistake on the part of the reporting party. Neither the Company nor any of its officers, employees, agents, contractors or subcontractors may discharge, demote, suspend, threaten, harass, or in any other manner discriminate against any of the Company's employees in the terms or conditions of his or her employment because the employee submits a good faith complaint in accordance with these procedures.

Any officer or employee who threatens to take or who takes retaliatory action against another employee in violation of this policy will be subject to disciplinary action up to and including termination of employment. Any agent, contractor or subcontractor of the Company who takes retaliatory action against an employee will be subject to any remedies permitted under applicable law up to and including termination of the agent, contractor or subcontractor relationship with the Company.

Any employee who either personally experiences retaliatory action, or who witnesses retaliatory action against another employee, in violation of this policy should immediately report such retaliatory action to the General Counsel. The General Counsel will immediately investigate the circumstances of such retaliatory action and, if appropriate, take prompt remedial action.

## **VI. INDEPENDENT INVESTIGATION**

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal accounting or other advisors to investigate any credible complaint, report to the Audit Committee and advise the General Counsel on the results of its investigation, and provide the Audit Committee with any recommendations for remedial action. The Company shall provide for appropriate funding, as determined by the Audit Committee, to any advisors employed by the Audit Committee.